

CONSTITUTION OF THE ADELAIDE PROTEIN GROUP

(Adopted at the inaugural general meeting, 17th April, 2008)

1. NAME

The name of the association shall be “The Adelaide Protein Group” hereafter referred to as “APG”.

2. AFFILIATIONS

The APG is an Adelaide-based Special Interest Group of the Australian Society of Biochemistry and Molecular Biology, hereafter referred to as the ASBMB.

3. DEFINITIONS

- 3.1 “committee” means the committee of management of the APG
- 3.2 “general meeting” means a general meeting of members of the APG convened in accordance with these rules
- 3.3 “member” means a member of the APG
- 3.4 “the Act” means the Associations Incorporation Act 1985
- 3.5 “special resolution” means a special resolution defined in the Act
- 3.6 “month” shall mean a calendar month.

4. STATEMENT OF PURPOSE.

The APG aims to:

- 4.1. foster interaction and collaboration between protein research groups in Adelaide;
- 4.2. facilitate an awareness of research strengths and key research equipment within Adelaide;
- 4.3. raise awareness of the ASBMB;
- 4.4. create a forum for students and post-doctoral researchers to present their work in an informal atmosphere;
- 4.5. facilitate the dissemination and learning of the technical and practical aspects of protein science, and related areas;
- 4.6. bring scientists from interstate or overseas to present research findings in the field of protein science.

5. MEMBERSHIP

- 5.1. Membership of the APG is open to all people who are also members of the ASBMB and reside in South Australia.
- 5.2. A person may become a member of the APG by either
 - a) selecting this Special Interest Group when initiating or renewing membership of the ASBMB or
 - b) by application to the secretary of the APG.
- 5.3. Current members of the ASBMB will not be charged a fee to join the APG.
- 5.4. A person may cease to be a member of the APG by either

- a) not selecting the APG Special Interest Group when renewing ASBMB membership or
 - b) by communication with the APG secretary.
- 5.5.** A register of members must be kept and contain:
- a) the name and address of each member,
 - b) the date on which each member was admitted to the association.

5.6. Expulsion of a member

- 5.6.1. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- 5.6.2. Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- 5.6.3. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.6.4 below), cease to be a member 14 days after the committee has communicated its determination to the member.
- 5.6.4. It shall be open to a member to appeal to the association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.
- 5.6.5. In the event of an appeal under 5.6.4 above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

6. THE COMMITTEE

6.1. Powers and Duties

- 6.1.1. The affairs of the APG shall be managed and controlled by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the APG, and are not by the Act or by these rules required to be done by the APG in general meeting.
- 6.1.2. The committee has the management and control of the funds and other property of the APG.
- 6.1.3. The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the APG on which these rules are silent.
- 6.1.4. The Chairperson shall act as spokesperson for the APG and mediate decisions made at Committee meetings.
- 6.1.5. The Secretary shall be responsible for minuting the proceedings of Committee and Annual General meetings and communicating with members.

- 6.1.6. The Treasurer shall be responsible for managing the accounts and property of the APG and preparation of financial reports.
- 6.1.7. The ASBMB Liaison officer shall be responsible for reporting the activities of the APG to the ASBMB and act as a central point of contact for the ASBMB. The ASBMB Liaison officer shall be public officer as required by the Act.
- 6.1.8. Ordinary Committee members should be added to the Committee to ensure that there is representation from university campuses and research institutes across Adelaide.
- 6.1.9. All members of the Committee are expected to assist in the organization of Scientific Meetings.

6.2. Appointment

- 6.2.1. The APG shall have an executive Committee comprising; Chairperson, Secretary, Treasurer, ASBMB Liaison Officer and up to six other, Ordinary, committee members.
- 6.2.2. A committee member shall be a natural person.
- 6.2.3. The first committee of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation.
- 6.2.4. At each AGM, all committee positions shall be subject to re-election.
- 6.2.5. Any current member of the APG is qualified to become an Officer of the APG unless they have already served on the Committee for the proceeding four consecutive years. A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the APG has nominated that person at least 14 days before the meeting by delivering the nomination of that person to the secretary of the APG. The nomination shall be signed by the proposer and by the nominee. At the discretion of the Chairperson, a nomination may be accepted at the AGM.
- 6.2.6. Notice of all persons seeking election to the committee shall be given to all members of the APG at least 7 days before the meeting at which the election is to take place.
- 6.2.7. The committee may appoint a person to fill a casual vacancy, and such a committee member shall have the same powers and duties as other committee members, hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.

6.3. Proceedings of the Committee

- 6.3.1. The committee shall meet as required for the organization of Scientific Meetings and discussion of general business.
- 6.3.2. A quorum for a meeting of the committee shall be one half of the members of the committee and must include at least two of; the Chairperson, the Treasurer, the Secretary and the ASBMB Liaison Officer.

- 6.3.3. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.

6.4. Ceasing to be a Committee Member

The office of a committee member shall become vacant if a committee member;

- resigns from the committee;
- is disqualified from being a committee member by the Act;
- is expelled as a member under these rules;
- is permanently incapacitated by ill health;
- is absent without apology from more than four meetings in a year;

7. GENERAL MEETINGS

7.1. Annual General Meetings

- 7.1.1. The committee shall call an annual general meeting in accordance with the Act and these rules.
- 7.1.2. The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter between April and June each year.
- 7.1.3. The order of the business at the meeting shall be;
- a) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - b) the consideration of the accounts and reports of the committee;
 - c) the election of committee members;
 - d) any other business requiring consideration by the APG in a general meeting.

7.2. Special General Meetings

- 7.2.1. The committee may call a special general meeting of the association at any time.
- 7.2.2. Upon a requisition in writing of not less than 10% of the total number of members of the association, the committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 7.2.3. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- 7.2.4. If a special general meeting is not convened within one month, as required by 7.2.2 above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner or as nearly as practicable as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

7.3. Notice of General Meetings

- 7.3.1. Subject to 7.3.2, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 7.3.2. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- 7.3.3. A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by post or by electronic mail to the address appearing in the register of members.

7.4. Proceedings at General Meetings

- 7.4.1. Twenty five percent of members present personally shall constitute a quorum for the transaction of business at any general meeting.
- 7.4.2. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- 7.4.3. Subject to 7.4.4, the chairperson shall preside as chairperson at a general meeting of the association. If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

7.5. Voting at General Meetings

- 7.5.1. Subject to these rules, every member of the APG has only one vote at a meeting of the APG.
- 7.5.2. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote at that meeting.
- 7.5.3. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- 7.5.4. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- 7.5.5. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

7.6. Special and Ordinary Resolutions

- 7.6.1. A special resolution is a special resolution as defined in the Act.
- 7.6.2. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8. SCIENTIFIC MEETINGS

- 8.1.** The APG will have at least one additional Scientific Meeting per year.
- 8.2.** Scientific meetings will be conducted in accordance with the aims of the APG (section 4).

9. MINUTES

- 9.1.** Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 9.2.** The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- 9.3.** The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 9.4.** Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. FINANCIAL MATTERS

10.1. Financial Year

The first financial year of the association shall be the period ending on the next 31st March following incorporation, and thereafter a period of 12 months commencing on 1st April and ending on 31st March of each year.

10.2. Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

10.3. Accounts and reports to be laid before members

The accounts, together the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

10.4. The Treasurer shall be responsible for, and shall keep proper accounts of, all monies due to or payable by the APG

10.5. Cheques of the APG shall be signed by any two of; the Chairperson, the Treasurer, the Secretary or the ASBMB Liaison Officer.

11. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

- 11.1.** The income and property of the APG, however derived, shall be applied solely towards the promotion of the objects and purposes of the APG and no portion thereof shall be paid or transferred directly or indirectly, by dividend, bonus or otherwise, to any member of the APG.
- 11.2.** The APG shall not;

- a) appoint a person who is a member of the Committee to any office in the gift of the APG to the holder of which there is payable any remuneration by way of salary, fees or allowances, or
 - b) pay to any such person any remuneration or other benefit in money or monies worth (other than repayment of out-of-pocket expenses).
- 11.3.** Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or any member of the APG of;
- a) honoraria associated with a Prize or Award of the APG,
 - b) remuneration in return for services actually rendered to the APG by the Servant or Member or for goods supplied to the APG by the Servant or Member in the ordinary course of business,
 - c) interest at current bank overdraft rate on money lent, or
 - d) a reasonable and proper sum by way of rent for premises let to the APG by the Servant or Member.
- 11.4.** Members shall not be liable to contribute towards payment of the debts and liabilities of the APG upon a winding up or the costs, charges and expenses of such a winding up.
- 11.5.** Where gifts of money, property or benefits are received, receipts must be issued which state;
- a) The name of the APG.
 - b) The Australian Business Number of the APG.
 - c) The fact that the receipt is for a gift; and;
 - d) The value of the gift

12.AMENDMENTS TO THE CONSTITUTION

- 12.1.** Amendments to the Constitution can be proposed to the Secretary in writing from three months up to three weeks before the AGM or a SGM.
- 12.2.** Amendments to the constitution will be made by ballot at the AGM.
- 12.3.** Amendments receiving a simple majority vote will be incorporated into the constitution.
- 12.4.** In the event of a tied vote, the Chairperson shall have the casting vote.

13.DISSOLUTION AND WINDING UP

- 13.1.** The association may be wound up in the manner provided for in the Act.
- 13.2.** The APG shall not be wound up or dissolved except in accordance with section 13 (r) of the ASBMB by-laws.
- 13.3.** If upon winding up or dissolution of the APG there remains after satisfaction of all its debts and liabilities any property whatsoever, that same shall not be paid to or distributed amongst the members of the APG, but shall be given or transferred to the ASBMB or if the ASBMB no longer exists a non-profit organisation with similar objects to the APG.